



AACA
Amended and Restated Bylaws
2022

Revised May 20, 2022



AMENDED AND RESTATED AACA BYLAWS

ARTICLE 1: DEFINED TERMS

Capitalized Terms used in these Bylaws shall have the following meanings:

Section 1.1. "AACA" means the Antique Automobile Club of America, Inc.

Section 1.2. "Annual Dues" refers to the yearly amount payable for each category of membership as determined from time to time by the Board.

Section 1.3. "Annual Convention" means the yearly meeting of the Members.

Section 1.4. "Articles" means the Articles of Incorporation of the AACA.

Section 1.5. "Board" or "Directors" means the entire board of directors of the Corporation.

Section 1.6. "Corporation" means the AACA.

Section 1.7. "Director" means an individual member of the Board of Directors.

Section 1.8. "Executive Director or Chief Executive Officer (CEO)" refers to that individual appointed as such by the Board and charged with oversight and management of the day-to-day operations of the AACA, and with such other duties as the Board may require.

Section 1.9. "Executive Vice President" means the Executive Vice President of the AACA.

Section 1.10. "Honorary Member" means an individual so designated and enrolled by the Board, based upon outstanding contributions to automotive history or to the preservation of antique automobiles.

Section 1.11. "Joint Member" means an individual who is married to, or who is the life partner or significant other of, a Member, who has applied for membership at the same address of that Member and has been enrolled as such by the Board.

Section 1.12. "Library" means the Antique Automobile Club of America Library and Research Center

Section 1.14. "Life Member" means any Member who has paid the Lifetime Dues Assessment as prescribed, from time to time, by the Board, and who has been enrolled as such by Board.

Section 1.15. "Lifetime Dues Assessment" means the amount payable to become a Life Member as fixed, from time to time, by the Board.

Section 1.16. "Logo" shall refer to the emblem of the AACA.

Section 1.17. “Member” means an individual, who has applied for, and who has paid the dues of, that category of membership and has been enrolled as such by the Board.

Section 1.18. “Members” or “Membership” shall collectively refer to the Members, the Special Members and Student Members of the Corporation.

Section 1.19. “Nominating Committee” means a committee of five members of the Board who have been appointed by the President to submit nominations for the following year’s Board.

Section 1.20. “Nonprofit Corporation Law” means the Pennsylvania Nonprofit Corporation Law of 1988, as amended, 15 Pa.C.S. § 5101 et seq.

Section 1.21. “Notice” means any notice, request, direction, instruction or other communication, permitted, requested or required to be given to any person under the provisions of the Articles, these Bylaws, or the Nonprofit Corporation Law.

Section 1.22. “Officers” collectively refers to those persons who have been duly elected as the President, Executive Vice President, Secretary, Treasurer and such other persons who have been elected as officers in accordance with these Bylaws.

Section 1.23. “President” means the President of the AACA.

Section 1.24. “Secretary” means the Secretary of the AACA.

Section 1.25. “Special Member” means any Honorary Member, Life Member, or Joint Member.

Section 1.26. “Staff” means the AACA Staff.

Section 1.27. “Student Member” means a full-time student who has attained age thirteen, but not age twenty-six, during the membership year, who has applied for such category of membership and who has been enrolled as such by the Board.

ARTICLE 2: NAME, STATUTE, OFFICES AND FISCAL YEAR

Section 2.1. Name and Statute. The name of the corporation is Antique Automobile Club of America, Inc. (also referred to herein as the “AACA” or the “Corporation”), which is a Pennsylvania Corporation, formed and existing by virtue of the Nonprofit Corporation Law.

Section 2.1.1. The registered office of the AACA in the Commonwealth of Pennsylvania shall be at 800 W. Hersheypark Drive, Hershey, Pennsylvania 17033 (the “AACA Headquarters”), or such other place as may be designated from time to time by the Board, in accordance with applicable law.

Section 2.1.2. Other offices for the transaction of business shall be located at such places within or without the United States of America as the Board may determine or the business of the AACA requires.

Section 2.2. Fiscal Year. The fiscal year of the AACA shall be the calendar year.

ARTICLE 3: MEMBERS AND MEMBERSHIP

Section 3.1. Nonprofit Corporation. The AACA shall be a non-profit corporation with Members, governed by its Directors.

Section 3.2. Membership. The Membership is comprised of Members who have been enrolled by the Board upon the payment of dues.

Section 3.3. Special Membership. Special Members shall have the following rights and privileges:

3.3.1. A Joint Member shall have all rights and privileges of a Member, except that a Joint Member shall not receive a separate individual copy of the AACA's mailings or publications, except as provided in 3.3.2.

3.3.2. A Life Member shall not be required to pay Annual Dues. The spouse of a Life Member (whether such Life Member is living or deceased) may apply to be a Joint Member for life without any obligation to pay annual dues. Upon the death of the individual who is the Life Member, the surviving spouse who has become a Joint Member for life shall receive the mailings and publications previously sent to the Life Member. If the surviving spouse remarries, his or her spouse may apply to be a Joint Member for life, without any obligation to pay annual dues, but such Joint Member for life shall not receive a separate copy of the AACA's mailings or publications.

3.3.3. An Honorary Member shall not be required to pay dues and shall have all rights and privileges of a Member, except that an Honorary Member shall not be able to hold an office or vote. An Honorary Member may also become a Member with the right to hold office by paying the dues required of a Member and being enrolled as a Member.

Section 3.4. Student Members. A Student Member shall have a right to vote, hold office if the Student Member has reached the age of 21, and exhibit qualified vehicles at National Meets as stipulated by the AACA's Official Judging Guidelines. The Board is authorized to set reduced annual dues for Student Members.

Section 3.5. Application Procedures. The Board shall set procedures for application for Membership.

Section 3.5.1. Application Review. The AACA Staff shall review all applications for membership to ensure qualification for the category of membership applied for.

Section 3.5.2. Initial Determination. Applicants shall be enrolled as Members upon an initial determination by the AACA staff that the applicant meets the requirements of these Bylaws and pays the requisite dues.

Section 3.5.3. Disputes. The Board shall have final power regarding qualification for Membership in the event of a dispute regarding categorization of Membership.

Section 3.5.4. Applicants who apply after September 30, shall be enrolled for Membership in the following calendar year unless current year is needed for an AACA event.

Section 3.5.5. Half-Year Membership. A half-year Membership for reduced dues as determined by the Board shall be available to applicants beginning June 1 of the year provided the applicant has never been a Member.

Section 3.6. Dues

Section 3.6.1. Annual Dues. Annual Dues or exemption therefrom shall be determined, from time to time, by the Board.

Section 3.6.2. Separate Dues Schedules. The Board shall have the power to establish separate dues schedules for each category of Membership required to pay dues.

Section 3.6.3. Annual Assessment of Dues. Annual Dues shall be assessed on a basis consistent with the AACA's calendar year.

Section 3.6.4 Complimentary Membership. The Board from time to time may authorize one-year complimentary memberships as deemed necessary. Longer term complimentary membership is accepted under isolated circumstances.

Section 3.7. Termination, Suspension, Renewal of Membership.

Section 3.7.1. Failure to Pay Dues. Membership privileges shall automatically and immediately cease upon failure of a Member to pay any dues, fees or other assessments within the time period set forth in final Notice. Dues and fees previously paid shall be forfeited.

Section 3.7.2. Resignation. A Member may resign by letter addressed to the AACA. The resignation shall be effective upon receipt of the letter. Dues and fees previously paid shall be forfeited.

Section 3.7.3. Any Member may be expelled for cause, after a hearing before the Board. Reasonable notice of the date, time, and location of the hearing, together with the charges preferred against that Member, shall be given to the Member. Expulsion shall require a majority vote of the Directors present. The decision of the Board will be final.

Section 3.8. Voting

Section 3.8.1. Each Member who is entitled to vote may cast one vote. Members in every category of Member are entitled to vote except for Honorary Members who have not become Members.

Section 3.8.2. Cumulative Voting; Voting by Proxy. Cumulative voting and voting by proxy are prohibited.

Section 3.9. Member Meetings.

Section 3.9.1. Annual Membership Meeting. The Annual Convention shall take place during the first quarter of each calendar year. Written Notice thereof shall be sent to all Members, not less than fourteen (14) days in advance thereof.

Section 3.9.2. Special Membership Meetings. Special Meetings of the Membership may be called by the Board upon thirty (30) days written Notice.

Section 3.9.3. Quorum. For the purposes of meetings of the Membership, one hundred (100) Members having the right to vote shall constitute a quorum.

ARTICLE 4: BOARD OF DIRECTORS

Section 4.1. Powers. The Board shall have full power to conduct, manage, and direct the business and affairs of the AACA; and all powers of the AACA are hereby granted to and vested in the Board.

Section 4.2. Qualification. Each Director shall be a natural person at least 21 years of age and be a Member (including Life Members), Joint Member, or Student Member.

Section 4.3. Number; Classes; and Term of Office.

Section 4.3.1. The Board shall consist of twenty-one (21) Directors, with classes of Directors having staggered terms so that the terms of one-third of the Directors expire each year. The number of Directors in each class may be determined from time to time by resolution of the Board. Each Director shall hold office for the later of term of three (3) years or until a successor shall have been elected or appointed, or until his or her earlier death, resignation or removal.

Section 4.3.2. After election or appointment to a term, a Director may serve a maximum of four additional terms, separately or consecutively.

Section 4.4. Board of Director Elections

Section 4.4.1. A Nominating Committee composed of five Board members appointed by the President shall submit nominations for Directors no later than 180 days prior to the Annual Convention. Other nominations may be submitted to the Secretary at least 180 days prior to the Annual Convention by petition signed by at least five percent (5%) of Members entitled to vote.

Section 4.4.2. The Secretary shall prepare a ballot containing the names of all nominees for Director, and mail it to all Members entitled to vote at least one-hundred and twenty (120) days prior to the Annual Convention. Ballots, to be valid, must be marked for exactly

seven (7) candidates. Such ballots must be returned by personal delivery to AACA Headquarters or by United States mail postmarked by November 15th prior to the Annual Convention.

Section 4.4.3. Directors receiving the most votes shall be elected to the number of vacancies indicated on the ballot, by plurality vote.

Section 4.4.4. Judges of Election; Counting House. The President shall appoint three persons to carry out the duties of “Judges of Election” to monitor the processes used by the counting house or other organization that the Board may retain to count the votes and report their findings to the Board and Members. The Judges of Election shall also carry all other duties of Judges of Election as provided in the Pennsylvania Nonprofit Corporation Law, as amended.

Section 4.5. Organization.

Section 4.5.1. The President shall preside at every meeting of the Board. In the case of a vacancy in that office, or in the absence of the President, the Executive Vice President shall preside. If both the President and the Executive Vice President are absent, a chair chosen by a majority of the Directors present shall preside.

Section 4.5.2. The Secretary shall act as secretary at every meeting of the Board. In the case of a vacancy in that office, or in the absence of the Secretary, any person appointed by the chair of the meeting shall act as Secretary.

Section 4.6. Resignations. Any Director may resign at any time by giving written Notice to the President or the Secretary, effective upon receipt or at any later time specified therein. Unless otherwise specified therein, the acceptance of such resignation by the President or the Board shall not be necessary to make it effective.

Section 4.7. Vacancies.

Section 4.7.1. The Board may declare vacant the position of a Director if the person holding such position: (i) is declared of unsound mind by an order of court; (ii) is convicted of a felony; or, (iii) if within 60 days after Notice of selection as a Director, such person does not accept such office, either in writing or by not attending a meeting of the Board.

Section 4.7.2. Any vacancy or vacancies on the Board because of death, resignation, removal in any manner, disqualification, increase in the number of Directors, or any other cause, may be filled by a nomination by the President and election by a majority of the remaining members of the Board then in office at any regular or special Board meeting. Each person so elected shall serve for the balance of the unexpired term of the Director so replaced and until any further successor shall have been elected or appointed, or until his or her earlier death, resignation, or removal.

Section 4.8. Place of Board Meeting. Meetings of the Board may be held at such place as the Board may from time to time determine, or as may be designated in the Notice of the meeting.

Section 4.9. Regular Board Meetings. Regular meetings of the Board shall be held a minimum of four (4) times per year, at such time and place as the President shall determine. At regular meetings, the Board shall transact such business as may properly be brought before the meeting. Notice of regular meetings need not be given to members unless otherwise required by law or these Bylaws. The Annual Meeting of the Board shall be held in the first quarter of each calendar year.

Section 4.10. Special Board Meetings. Special meetings of the Board shall be held whenever called by the President or by five or more of the Directors. Notice of each special meeting shall be given to each Director by telephone or in writing at least forty-eight hours (in the case of Notice by telephone or electronic communication) or five days (in the case of Notice by mail) before the time at which the special meeting is scheduled to be held. Every such Notice shall state the time, place and purpose of the special meeting.

Section 4.11. Emergency Special Board Meetings. Notice of any special meeting of the Board caused by any emergency threatening life or property shall be given only to such of the Directors as may be reached at such time and by such means as may be feasible at the time, including electronic or telephonic messaging, publication.

Section 4.12. Quorum, Manner of Acting, and Adjournment.

Section 4.12.1. Quorum. Fifteen of the Directors then in office shall be present at each meeting in order to constitute a quorum for the transaction of business.

Section 4.12.2. Every Director shall be entitled to one vote on all matters before the Board. Except as otherwise specified in the Articles of Incorporation, these Bylaws, or applicable statute, the acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board. In the absence of a quorum, a majority of the Directors present and voting may adjourn the meeting from time to time until a quorum is present. The Directors shall act only as a Board. The individual acts of Directors shall not bind the Board in the absence of specific authorization.

Section 4.12.3. Action by Unanimous Consent. Any action which may be taken at a meeting of the Board may be taken without a meeting if, prior or subsequent to the action, a consent or consents in writing setting forth the action so taken shall be signed by all of the Directors in office and shall be filed with the Secretary.

Section 4.13. Interested Directors or Officers.

Section 4.13.1. Action by Interested Directors. No contract or transaction between the AACA and one or more of its Directors or Officers, or between the AACA and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are Directors or Officers of the AACA (“Common Directors”), or otherwise have a personal or a financial interest therein (“Interested Directors”), shall be void or voidable solely for such reason, or solely because the Common Director or Interested Director is present at, or participates in, the meeting of the Board which authorizes the contract or transaction, or solely because such votes are counted for such purpose, if:

Section 4.13.1.1. Disclosure of Interest or Relationship. The material facts as to the relationship or interest, and as to the contract or transaction, are disclosed or are known to the Board, and if the Board, in good faith, authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors pursuant to the AACA's Conflicts of Interest Policy, even if the disinterested Directors are less than a quorum; or

Section 4.13.1.2. Contracts to be "Fair." The contract or transaction is considered by the Board to be fair as to the AACA as of the time it is authorized, approved or ratified, by the Board, including if an Interested Director accidentally voted on a transaction in which such Director had an interest, provided that the disinterested Directors later reconsider and ratify such transaction without including the vote of the Interested Director.

Section 4.13.2. Common or Interested Directors Counted in Determination of Quorum. Common Directors or Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board which authorizes or ratifies a contract or transaction specified in this Section but may not vote upon the transaction in question.

Section 4.14. Fees & Expenses.

Section 4.14.1. Compensation. No Director shall receive a fee or other compensation for serving as a Director.

Section 4.14.2. Expenses. A Director may be reimbursed for his or her reasonable out-of-pocket expenses incurred in the conduct of business of the AACA, subject to policies established by the Board from time to time.

Section 4.15. Removal for Lack of Attendance. Any Director missing three (3) consecutive meetings of the Board without a legitimate excuse approved by the President may be asked to resign by the President or the Board. In the event the Director shall refuse to resign as requested, such previous lack of attendance shall be grounds for removal under Section 4.16.

Section 4.16. Removal. A Director may be removed with or without cause, following a hearing before the Board at which time the Director shall be given an opportunity to respond to any charges that have been referred. Reasonable Notice of the date and time of the hearing, together with the charges referred shall be given to the Director. This hearing could be an in-person or by electronic or telephonic means as decided upon by the Executive Committee. Removal shall require a two-thirds vote of all Directors and the decision will be final.

ARTICLE 5: NOTICE; WAIVERS; MEETINGS

Section 5.1. Manner of Giving Notice

Section 5.1.1. Personally; Mail; Courier Service; Whenever Notice is required hereunder, such Notice shall be in writing, signed by the party giving such Notice and shall be: (i) delivered personally; (ii) sent by first-class mail, express mail, certified or registered mail, postage prepaid; or (iii) sent by electronic communication as provided in Section 5.1.2, to the physical address or email address appearing in the Membership Roster of the AACA, or, in the case of

a Director, to such other address supplied by the Director to the Secretary for the purpose of Notice. The date of personal delivery, the date when deposited in the United States mail, or, in the case of electronic communication, when sent according to the delivery instructions on file with the AACA, shall be the effective date of such Notice. Whenever the time for giving Notice or performing an act falls on a Saturday, Sunday or holiday, such time shall be extended to the next business day. A Notice of a meeting shall specify the date, time and place of the meeting, and any other information required by law or these Bylaws.

Section 5.1.2. Electronic Communication. Notice may also be given by electronic mail (“email”) or other forms of electronic communications to the email address or other electronic communications delivery instructions as most recently supplied to the AACA by the Member, Director or Officer for the purpose of Notice. Notice pursuant to this Section shall be deemed to have been given to the person entitled thereto when sent according to such delivery instructions on file with the AACA.

Section 5.1.3. Adjourned Meeting. When any meeting of the Board or of a committee is adjourned, it shall not be necessary to give any Notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

Section 5.2. Waivers of Notice.

Section 5.2.1. Waiver of Notice. Whenever Notice is required to be given under the provisions of the Articles of Incorporation, these Bylaws, or the Nonprofit Corporation Law, a waiver thereof, in writing, signed by the person or persons entitled to such Notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such Notice. Except as otherwise required in Article 6 of these Bylaws, neither the business to be transacted at a meeting, nor the purpose of a meeting, need be specified in the waiver of Notice of such meeting.

Section 5.2.2. Attendance as Waiver or for Purposes of Stating Objection. Attendance of a person at any meeting of the Board or of a committee shall constitute a waiver of Notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

Section 5.3. Modification of Proposal Contained in Notice. Whenever the language of a proposed resolution is included in a written Notice of a meeting, those persons voting at the meeting upon the resolution may, without further Notice, adopt it with such clarifying or other amendments as do not materially alter its original purpose.

Section 5.4. Conference Telephone Meetings. One or more persons may participate in any meeting of the Board, or a committee meeting of the AACA, by utilizing a conference telephone or similar electronic technology by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section shall constitute presence in person at such meeting.

ARTICLE 6: OFFICERS

Section 6.1. Number, Qualifications and Designation. All Officers shall be Members and Directors, with the exception of any Assistant Secretary or Assistant Treasurer, who shall be Members but need not be Directors. The President, Secretary, and Treasurer shall be natural persons of at least 21 years of age. The offices of Secretary and Treasurer may be combined in one natural person at the discretion of the Board.

Section 6.2. Election and Term of Office. The Officers, except those elected by delegated authority pursuant to this Article, shall be elected annually by plurality vote of the Board at its reorganizational meeting following the Winter Board Meeting. Each Officer shall hold elected office until the next meeting of the Board and until a proper successor shall have been elected, or until earlier death, resignation, or removal from office.

Section 6.3. President. The President shall preside at all meetings of the Board and at the Annual Convention or any special Membership Meeting. The President shall appoint all committee chairs and such other committee members as appropriate. The President shall have general supervision over the activities and operations of the AACA, subject, however, to the control of the Board. The President shall sign, execute, and acknowledge, in the name of the AACA, deeds, mortgages, bonds, contracts, tax returns, or other instruments authorized by the Board, except in cases where the signing and execution thereof shall be expressly delegated by the Board, or by these Bylaws, to some other officer or agent of the AACA. In general, the President shall perform all duties incumbent to the office of President, and such other duties as from time to time assigned to him or her by the Board. The President, or the presiding officer acting for the President, shall not have the right to vote at a Board meeting except: (a) in the event of a tie; (b) on a motion to amend the Bylaws; (c) at an election of officers; or (d) on a motion that requires a unanimous vote for approval. The President may appoint from the Directors additional Vice Presidents for specific duties, but not the Executive Vice President who shall be elected by the Board. The President shall also have the authority to appoint one or more assistants to the Secretary or Treasurer from the Membership. Each Vice President or other Officer so named shall be ratified by a majority vote of the Board before assuming office.

Section 6.4. Executive Vice President. The Executive Vice President shall perform the duties of the President in the absence of the President, and such other duties authorized by law or by the Board.

Section 6.5. Vice Presidents. The vice presidents shall perform such other duties as may from time to time be assigned to them by the Board or the President.

Section 6.6. Secretary. The Secretary or an Assistant Secretary shall perform the following functions for the AACA: attend the Annual Convention and meetings of the Board, record all the votes of the Directors and of the Membership at the Annual Meeting, and record the minutes of the meetings of the Board, the Annual Convention and any special Membership Meetings and keep copies of minutes of committees of the Board in books kept for that purpose, except that recording minutes of committees shall be the responsibility of committee chairpersons or their delegates; provide that Notices are given and records and reports properly kept and filed by the AACA as required by law; act as the custodian of the seal of the AACA and see that it is affixed to all documents to be executed on behalf of the AACA under its seal; and, in general, perform all duties

incident to the office of Secretary, and such other duties as may from time to time be assigned to him or her by the Board or the President.

Section 6.7. Treasurer. The Treasurer, the Vice President of Finance & Budgets, Vice-President of Endowments and the Executive Director/Chief Executive Officer (CEO) shall supervise the collection, investment and disbursement of the funds of the AACA, render a financial report at the Annual Convention and at other times at the request of the President or the Board, and may give bond at the expense of the AACA. The Treasurer or an Assistant Treasurer shall have or provide for the custody of the funds or other property of the AACA and shall perform the following functions for the AACA: maintain separate bank accounts for the AACA accessible to the Treasurer; collect and receive or provide for the collection and receipt of moneys earned by or in any manner due to or received by the AACA; deposit all funds received as Treasurer into such banks or other places of deposit as the Board may from time to time designate; render, whenever so required by the Board, an account showing transactions as Treasurer, and the financial condition of the AACA; and, in general, discharge such other duties as may from time to time be assigned to him or her by the Board or the President.

Section 6.8. General Powers. All Officers shall have such authority and perform such duties in the management of the property and affairs of the AACA as may be determined by resolutions or orders of the Board, or, in the absence of controlling provisions in resolutions or orders of the Board, as may be provided in these Bylaws.

Section 6.9. Officers' Bonds. Each Officer and Director may be bonded for the faithful discharge of duties with such coverage and with such surety or sureties as the Board shall require. The costs of such bond shall be paid by the AACA.

Section 6.10. Advisors and Agents.

Section 6.10.1. Advisors, Consultants, Agents, etc. The Board may, from time to time, appoint such advisory organizations, committees, consultants, employees, representatives, or other agents, as the Board determines the business of the AACA may require, each of whom shall perform such duties for such period, and have such authority, as are provided in these Bylaws, or as the Board may determine.

Section 6.10.2. Membership on the Board shall not be a requirement for membership on an advisory committee, organization, or committee thereof, but members who are not Board members cannot vote or be empowered to take any other action on behalf of the Board

Section 6.11. Resignations. Any Officer, advisor or agent may resign at any time by giving written Notice to the Board, President or Secretary. Any such resignation shall take effect upon receipt of such Notice or at any later time specified therein; and, unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

Section 6.12. Removal. Any Officer, committee, employee, or other agent of the AACA may be removed, either for or without cause, by the Board. Any such removal shall be without prejudice to any contract rights of any person so removed.

Section 6.13. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled by the President with the approval of a simple majority of the Board pursuant to these Bylaws. If the office is one for which these Bylaws prescribe a term, such office shall be filled for the unexpired portion of the term.

Section 6.14. Salaries. The salary of the Executive Director or Chief Executive Officer (CEO) shall be fixed from time to time by resolution of the Board. The salaries or other compensation of any other employees or other agents shall be fixed from time to time by the Executive Director/ CEO with the approval of the Finance and Budget Committee, or by the committee to which the power to retain or appoint such employees or other agents has been delegated pursuant to this Article.

ARTICLE 7: COMMITTEES

Section 7.1. Designation; Appointment. The Board may establish an Executive Committee and such other standing or special committees as the Board deems appropriate and will designate such committees' functions and responsibilities. . The President will designate, as appropriate, those Vice Presidents who will be chairpersons of these committees with the exception of the Executive Committee, which shall be presided over by the President. In addition, the President shall have the prerogative to appoint the other members of any such committees. Otherwise, this shall be the responsibility of the individual committee chairs. Except for the Executive Committee, and with the exception of the chair of each committee, members of a committee do not have to be Directors but must be voting Members. Members who are not Directors cannot vote or be empowered to take any other action on behalf of the Board.

Section 7.2. Term; Alternate Members. The President may designate one or more Members as alternate members of any committee, who may replace any absent or disqualified committee member at any meeting of the committee. Each committee of the Board or of the AACA, and each member thereof, shall serve at the pleasure of the President, except for the members of the Executive Committee who are elected Officers under Section 6.1. These Officers shall serve on the Executive Committee while they remain in office.

Section 7.3. Limits of Delegation of Authority. No committee of the Board or of the AACA, other than the Executive Committee, shall, pursuant to resolution of the Board or otherwise, exercise any of the powers or authority vested strictly in the Board by these Bylaws or the Nonprofit Corporation Law. However, any other committee of the Board may make recommendations to the Board or the Executive Committee concerning the exercise of such powers and authority.

Section 7.4. Continuing Fiduciary Obligation. The establishment of any committee of the Board or of the AACA, and the authorized delegation thereto of any power and authority, shall not alone relieve any such Director of a fiduciary duty to the AACA.

Section 7.5. Quorum. A majority of committee members shall be present at each committee meeting to constitute a quorum for the transaction of its business. The acts of a majority of the Members serving on a committee shall be the acts of the committee.

Section 7.6. Minutes; Reports. Each committee of the Board and of the AACA shall keep regular minutes of its proceedings, shall report such proceedings periodically to the Board, and shall give reports to the Board as the Board requests.

Section 7.7. Time and Place. Each committee shall meet upon on the call of the chairperson and at such other regular times and places as agreed to by the majority of the committee.

Section 7.8. Executive Committee. The Executive Committee of the Board shall consist of the President, the Executive Vice-President, the Secretary, the Treasurer, the Immediate Past President, the Vice President of Finance and Budget, and two other Directors selected by the President. The Executive Director/CEO shall serve as an ex officio member of the Executive Committee. In the absence of the Secretary, an Assistant Secretary may so serve. The Executive Committee shall have and exercise all of the powers and authority of the Board in the management of the business and affairs of the AACA during emergency situations or when there is a business crisis. Under normal operating conditions, the Executive Committee will make recommendations to the Board.

Section 7.9. Audit Committee. If the Board appoints such committee, the Audit Committee shall consist of at least three (3) Directors appointed by the President with the consent of a majority of the Board. The members of the Audit Committee shall not include the President, Executive Vice President, or any other Director who has custody of funds or responsibilities for disbursements thereof or is any way compensated (other than reimbursement for expenses) by the AACA or an organization described in Section 10.7. It shall be the duty of the Audit Committee to: (1) select the AACA's independent auditor, subject to the ratification by the Board; (2) review with that auditor the internal controls of the AACA and recommend changes to the Board; and (3) receive and review complaints concerning the AACA's financial records or internal controls or auditing matters and recommend necessary action to the Board.

ARTICLE 8: REGIONS AND CHAPTERS

Section 8.1. Applications for Regional Charter. Applications for a Regional Charter shall be submitted to the Board on forms prescribed thereby, must be signed by at least fifteen (15) Members, and shall comply with such other requirements as may be established from time to time by the Board.

Section 8.2. Application for Chapters. Five (5) or more Members must apply on a form approved by the Board to the governing board of a Region for a Chapter under the administration of the Region.

Section 8.3. Submission of Applications for Review. All applications for Regions and Chapters must be submitted to the Vice President – Regions Development and Support for the Division in which the applicant is located, for review and submission to the Board for approval.

Section 8.4. Only the Board may issue charters to Regions and Chapters and approve the names thereof.

Section 8.5. Revocation of Charter. The Board may revoke the charter of any Region or Chapter at any time upon prior reasonable Notice and opportunity to be heard.

Section 8.6. Requirement of Membership. Every member of a Region or Chapter must also be an AACA Member.

Section 8.7. Requirement of Membership. Every Honorary Member of a Region must be an AACA Member.

Section 8.8. Jurisdiction over Chapters. A Chapter shall be a unit under the jurisdiction of a Region.

Section 8.9. Conflicts in Scheduling. Regions and Chapters shall avoid, where possible, scheduling activities that will conflict with a previously scheduled AACA national activity (Convention, Nationals, or Tour).

Section 8.10. Reporting Requirements. Before March 1st of each year, Regions and Chapters must submit to AACA Headquarters their Officer Reporting Forms as updated from time to time by the Board as well as an accurate list of their members for that year. Failure to comply with the requirements of this Section following Notice and demand shall be grounds for revocation of a Region or Chapter by the Board.

Section 8.11. Submission of Organizational Documents or Amendments Thereto. Each Region and Chapter shall send to AACA Headquarters for review, an accurate and current copy of its Articles or Certificate of Incorporation or Organization, Constitution, if any, and Bylaws. All subsequent amendments or changes thereto shall also to be promptly forwarded for review by any existing Region or Chapter.

Section 8.12. Disposition of Undistributed Funds. In the event that a Region or Chapter is dissolved, and any monies of that Region or Chapter's treasury remain undistributed, unless otherwise required by law, such funds shall be transferred to the AACA within thirty (30) days following dissolution and winding up of Region/Chapter affairs.

ARTICLE 9: NATIONAL ACTIVITIES

Section 9.1. Nationals or Tours. The Board shall promulgate and enforce appropriate regulations for conduct and participation in all Nationals (formerly "Meets") or National Tours.

Section 9.2. Designation and Approval of Nationals. The Board may, from time to time, designate and approve Nationals, which may be held on concurrent or overlapping times; subject to Section 9.5.

Section 9.3. Sponsorship of Nationals and Tours. All National Tours and Nationals must be sponsored by one or more Regions or Chapters and/or AACA Headquarters.

Section 9.4. Grand Nationals. The Board may conduct a Grand Nationals, which may or may not be sponsored by a Region or Regions.

Section 9.5. Conflicts with Grand Nationals. No Nationals shall conflict with the Grand Nationals or with a National Tour, unless such conflict is unavoidable, and the organizers of the participating events have full knowledge of the conflict.

ARTICLE 10 - LIMITATION OF DIRECTOR'S LIABILITY; FIDUCIARY CARE AND DUTY; STANDARD OF CARE; GOOD FAITH; INDEMNIFICATION.

Section 10.1. Limitation of Personal Liability of Director

Section 10.1.1. Director's Liability. A Director shall not be personally liable, as such, for monetary damages for any action taken, or any failure to take any action, unless:

Section 10.1.1.1. Breach or Failure Defined. The Director has breached or failed to perform the duties of his or her office as defined below; and

Section 10.1.1.2. Nature of Breach or Failure to Perform. The breach or failure to perform constitutes self-dealing, willful misconduct, gross negligence or recklessness.

Section 10.1.2. Application of Provisions of Section 10. The provisions of this Section shall not apply to: the responsibility or liability of a Director pursuant to any criminal statute; or the liability of a Director for the payment of taxes pursuant to local, state, or federal law.

Section 10.2. Standard of Care and Justifiable Reliance.

Section 10.2.1. Fiduciary Relationship. A Director shall stand in a fiduciary relationship to the AACA and shall perform his or her duties as a Director, including his or her duties as a member of any committee of the Board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the AACA, and with such care, including reasonable inquiry, skill, and diligence, as a person of ordinary prudence would use under similar circumstances.

Section 10.2.2. Justifiable or Good Faith Reliance. In performing his or her duties, a Director shall be entitled to rely in good faith on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

Section 10.2.2.1. Reliance and Belief of Competent Advice. One or more Directors or employees of the AACA whom the Director reasonably believes to be reliable and competent in the matters presented.

Section 10.2.2.2. Professional Expertise. Counsel, public accountants, or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such person; or

Section 10.2.2.3. Reliance on Committee. A committee of the Board upon which he or she does not serve, duly designated in accordance with law and under these Bylaws, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

Section 10.2.3. Unwarranted Reliance. A Director shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

Section 10.2.4. Pertinent Factors to be Considered. In discharging the duties of their respective positions, the Board, committees of the Board, and an individual Director, in considering the best interests of the AACCA, may consider the effects of any action upon employees, upon persons with whom the AACCA has business and other relations and upon communities which the offices or other establishments of, or related to, the AACCA are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of this Section.

Section 10.2.5. Presumption That Actions are in the Best Interest of the AACCA. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Director or any failure to take any action shall be presumed to be in the best interests of the AACCA.

Section 10.3. Indemnification in Third Party Proceedings

Section 10.3.1. Indemnification in Third Party Proceedings. The AACCA shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the AACCA) by reason of the fact that he or she is or was a representative of the AACCA, or is or was serving at the request of the AACCA as a representative of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding if such person acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the AACCA, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful.

Section 10.3.2. No Presumption Created. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the AACCA, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 10.4. Indemnification in Derivative Actions. The AACCA shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the AACCA to procure a judgment in its favor by reason of the fact that he or she is or was a representative of the AACCA, or is or was serving at the request of the AACCA as a representative of another corporation, partnership, joint venture, trust, or other

enterprise against expenses (including attorneys' fees) actually and reasonably incurred in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the AACA, and except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the AACA unless and only to the extent that the Court of Common Pleas of Dauphin County or such court in which the action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Common Pleas or such other court shall deem proper.

Section 10.5. Mandatory Indemnification. Notwithstanding any contrary provision of the articles of incorporation or these Bylaws, to the extent that a representative of the AACA has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to above, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

Section 10.6. Determination of Entitlement to Indemnification. Unless ordered by a court, any indemnification under Section 10.3 or 10.4 above shall be made by the AACA only as authorized in the specific case upon determination that indemnification of the representative is proper in the circumstances because he or she has met the applicable standard of conduct set forth in such paragraph. Such determination shall be made either by the Board by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or, if such a quorum is not obtainable, or, even if obtainable and a majority vote of a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

Section 10.7. Advancing Expenses. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the AACA in advance of the final disposition of such action, suit, or proceeding as authorized by the Board in a specific case upon receipt of an undertaking by or on behalf of the representative to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the AACA as authorized above.

Section 10.8. Indemnification of Former Representatives. Each such indemnity may continue as to a person who has ceased to be a representative of the AACA and may inure to the benefit of the heirs, executors, and administrators of such person.

Section 10.9. Bonds and Insurance. The AACA shall have the power to purchase and maintain bonds or insurance on behalf of any person who is or was a Director, officer, employee, or agent of the AACA or is or was serving at the request of the AACA as a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against such person and incurred by such person in any capacity or arising out of such person's status as such, whether or not the AACA would otherwise have the power to indemnify such person against such liability.

Section 10.10. Reliance on Provisions. Each person who shall act as an authorized representative of the AACA shall be deemed to be doing so in reliance upon the rights of indemnification provided by this Article.

ARTICLE 11: MISCELLANEOUS

Section 11.1. Corporate Seal. The AACA shall have a corporate seal in the form of a circle containing the name of the Corporation, bearing the year of incorporation, and including such other details as may be approved by the Board.

Section 11.2. Emblem (Logo). The Logo of the AACA shall be oval-shaped, with a facsimile of the 1895 Duryea automobile in the center and the inscription "Antique Automobile Club of America" and "Founded Nov. 1935" upon the circumference thereof, as per the trademark registered with the United States Patent and Trademark Office, as set forth below. The club also may use at its discretion a marketing image as the board so directs.

Section 11.3. Intellectual Property. No use of the AACA emblem, Logo, or marketing image, nor endorsement by the AACA as to any organization or product shall be made by any person (legal or natural, whether or not a Member, Region, or Chapter) without the express written authorization of the Board. The Board is authorized to publish regulations and enter into licensing agreements for the use of the emblem, Logo and the grant and use of the AACA endorsements or any other intellectual property of the AACA.

Section 11.4. Checks. All checks, notes, bills of exchange, or other orders in writing shall be signed by such person or persons as the Board may from time to time designate.

Section 11.5. Contracts, Tax Returns. Except as otherwise provided in these Bylaws, the Board may authorize any Officer or Officers, agent or agents, to enter into any contract or to execute or deliver any instrument or tax return on behalf of the AACA. Such authority may be general or confined to specific instances.

Section 11.6. Deposits. All funds of the AACA shall be deposited from time to time to the credit of the AACA, in such banks, trust companies, or other depositories as the Board may approve or designate, and all such funds may be withdrawn only upon checks signed by such one or more Officers or employees as the Board shall, from time to time, determine.

Section 11.8. Annual Report of the Board of Directors.

Section 11.8.1. Annual Report; Content. The Board shall direct the President and Treasurer to present at the Annual Convention, or at such other time and place annually as the Board shall determine, a report showing in appropriate detail the following:

Section 11.8.1.1. Statement of Assets and Liabilities. The assets and liabilities, including any trust funds, of the AACA as of the end of the fiscal year immediately preceding the date of the report.

Section 11.8.1.2. Statement of Changes in Assets and Liabilities. The principal changes in assets and liabilities, including any trust funds, during the year immediately preceding the date of the report.

Section 11.8.1.3. Statement of Revenue and Receipts. The revenue or receipts of the AACA, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by the AACA.

Section 11.8.1.4. Statement of Expenses or Disbursements. The expenses or disbursements of the AACA, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by the AACA.

Section 11.8.1.5. Filing of Annual Report. The annual report of the Board shall be filed with the minutes of the Annual Convention.

Section 11.9. Parliamentary Authority. The rules contained in the current edition of ROBERTS RULES OF ORDER NEWLY REVISED shall govern the AACA in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, the Articles of Incorporation, any special rules of order that the Board may adopt, and any provisions of the Nonprofit Corporation Law, that do not permit these Bylaws to take precedence.

Section 11.10. Amendment of Bylaws.

Section 11.10.1. Approval by the Board. A proposed amendment to the Bylaws shall be submitted in writing to the Board for preliminary approval or rejection by a majority vote of those present, provided a quorum is present. A copy of the amendment, if approved, shall be sent to all Directors sixty (60) days prior to the next meeting of the Board. Except as required by Section 11.10.2, final action shall be taken at that Board meeting, requiring a two-thirds vote of all Directors.

Section 11.10.2. Approval by the Members. Those amendments to the Bylaws that require approval by the Members in accordance with the Nonprofit Corporation Law, shall be submitted in writing to the Members upon approval by the Board, to be voted upon at the next Annual Convention or a Special Meeting called in accordance with these Bylaws. A majority vote of the Members present at such Meeting, a quorum being present, shall be required for adoption.